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CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 384)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Gas Holdings Limited (the “**Company**”) will be held at Level 5, Taishan Room, Island Shangri-La, Hong Kong of Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 August 2009 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2009;
2. To declare a final dividend of HK1.4 cents per share;
3. (a) To re-elect the following persons as the directors of the Company:
 - i. Mr. Ma Jin Long
 - ii. Dr. Mao Er Wan
 - iii. Mr. Joe Yamagata
 - iv. Mr. R.K. Goel
 - v. Mr. William Rackets
- (b) To authorize the board of directors of the Company to fix the directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the board of directors of the Company to fix the auditors’ remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions 5, 6 and 7 as an ordinary resolution of the Company:

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of shares in the capital of the Company or rights, to acquire shares in the capital of the Company shall not exceed aggregate of (i) 20 per cent. of the nominal amount of the share capital of the Company in issue as at the date of this Resolution; plus (ii) in addition, subject to the passing of Resolution No. 7 below, all those number of shares which may from time to time be purchased by the Company pursuant to the general mandate granted under Resolution No. 5 above, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the time of passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; or
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the directors of the Company to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).

7. “**THAT** conditional upon the passing of resolutions Nos. 5 and 6 above set out in the notice of the meeting of which this resolution forms part, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with resolution No. 5 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution No. 6 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

As special business, to consider and if thought fit, pass with or without amendments, the following resolution as a special resolution:

- 8.A “**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 1

By inserting the following paragraph immediately after the definition of “Board or Directors”:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

(b) Bye-law 2

By deleting existing Bye-laws 2(h) and 2(i) in their entirety and replacing them with the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

(c) Bye-law 10

- (i) By inserting the word “and” after the semi-colon in Bye-law 10(a);
- (ii) By deleting the words “on a poll” and the words “; and” in Bye-law 10(b) and by putting a full stop at the end of Bye-law 10(b); and
- (iii) By deleting existing Bye-law 10(c) in its entirety.

(d) Bye-law 44

By deleting the first sentence from the existing Bye-law 44 and replacing therewith the following:

“The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act.”

(e) Bye-law 59

- (i) By deleting existing Bye-law 59(1) in its entirety and replacing it with the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”
- (ii) By inserting the words “and particulars of resolutions to be considered at the meeting” immediately after the words “place of the meeting” in the first line of Bye-law 59(2).

(f) Bye-law 66

By deleting existing Bye-law 66 in its entirety and replacing it with the following:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.

(g) Bye-law 67

By deleting existing Bye-law 67 in its entirety and replacing it with the following:

“67. Intentionally deleted.”

(h) Bye-law 68

By deleting the first sentence in Bye-law 68 and replacing it with the following:

“The results of the poll shall be deemed to be the resolution of the meeting.”

(i) Bye-law 69

By deleting existing Bye-law 69 in its entirety and replacing it with the following:

“69. Intentionally deleted.”

(j) Bye-law 70

By deleting existing Bye-law 70 in its entirety and replacing it with the following:

“70. Intentionally deleted.”

(k) Bye-law 73

By deleting the words “whether on a show of hands or on a poll,” from existing Bye-law 73.

(l) Bye-law 75(1)

By deleting the words “whether on a show of hands or on a poll,” in the 4th line and the words “or poll” in the last line of existing Bye-law 75(1).

(m) Bye-law 81

By deleting the words “to demand or join in demanding a poll and” in the 5th line of existing Bye-law 81.

(n) Bye-law 82

By deleting the words “or the taking of the poll,” in the 7th line of existing Bye-law 82.

(o) Bye-law 84(2)

By deleting the words “including the right to vote individually on a show of hands” in the last line of existing Bye-law 84(2).

(p) Bye-law 115

By deleting the existing Bye-law 115 in its entirety and replacing therewith the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”

(q) Bye-law 127

(i) By deleting the existing Bye-law 127(1) in its entirety and replacing therewith the following:

“127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye-laws.”

(ii) By deleting the existing Bye-law 127(2) in its entirety and replacing therewith the following:

“(2) Intentionally deleted.”

(r) Bye-law 157

By deleting the words “as soon as practicable convene a special general meeting to fill the vacancy” at the end of the existing Bye-law 157 and replacing therewith the words “fill the vacancy and fix the remuneration of the Auditor so appointed”.

8.B “**THAT** the new bye-laws of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in resolution 8A and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board of
China Gas Holdings Limited
Yang Yan Tung Doris
Company Secretary

Hong Kong, 29 July 2009

Principal Place of Business in Hong Kong:

Room 1601
16th Floor
AXA Centre
151 Gloucester Road
Wan Chai
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or, if he is a holder of more than one Share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use in connection with the annual general meeting is enclosed with the Company's 2009 annual report. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.

3. The register of members of the Company will be closed from 24 August 2009 to 28 August 2009 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the proposed final dividends to be payable on or before 30 September 2009, all transfers, accompanied by the relevant share certificates should be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 21 August 2009.
4. Where there are joint holders of any shares, any one of such joint holders may vote at the meeting personally or by proxy in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. A circular containing the information regarding the retiring directors, the general mandates to issue and repurchase shares of the Company will be sent to the shareholders together with the Company's 2009 annual report.
6. As of the date hereof, Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Zhu Wei Wei and Mr. Ma Jin Long are the executive directors, Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. R.K. Goel, Mr. Kim Joong Ho and Mr. William Rackets are the non-executive directors and Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue Cynthia are the independent non-executive directors.

* *For identification purpose only*